

B 2100A (Form 2100A) (12/15)

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re Sears Holdings Corporation, et al. Case No.: 18-23538 (RDD), Jointly Administered

TRANSFER OF CLAIM OTHER THAN FOR SECURITY

A CLAIM HAS BEEN FILED IN THIS CASE or deemed filed under 11 U.S.C. § 1111(a). Transferee hereby gives evidence and notice pursuant to Rule 3001(e)(2), Fed. R. Bankr. P., of the transfer, other than for security, of the claim referenced in this evidence and notice.

WHITEBOX ASYMMETRIC PARTNERS, LP

Name of Transferee

Name and Address where notices to transferee should be sent:

Whitebox Asymmetric Partners, LP
3033 Excelsior Blvd, Ste 300
Minneapolis, MN 55416
Phone: (612) 253-6061
Last Four Digits of Acct #: N/A

Name and Address where transferee payments should be sent (if different from above): See above.
Phone: See above.
Last Four Digits of Acct #: N/A

MTD PRODUCTS INC.


Name of Transferor

Court Claim # (if known): **1752**

Amount of Administrative Priority Claim: **\$1,933,384.45**

Date Filed: 10/23/2018
Phone: (330) 558-7184
Last Four Digits of Acct #: N/A

I declare under penalty of perjury that the information provided in this notice is true and correct to the best of my knowledge and belief.

By: 
EFEC0860E2674B9...
Transferee/Transferee's Agent

Date: November 29, 2018

Penalty for making a false statement: Fine of up to \$500,000 or imprisonment for up to 5 years, or both. 18 U.S.C. §§ 152 & 3571.

EVIDENCE OF PARTIAL TRANSFER OF CLAIM

TO: United States Bankruptcy Court Southern District of New York

AND TO: Sears Holdings Corporation, et al., et al. (collectively, "Debtors"); Case No. 18-23538 (RDD), Jointly Administered

Claim No. 1752

Bankruptcy Case: In re Sears Holdings Corporation, *et al.*, Case No. 18-23538 (RDD), Jointly Administered

MTD PRODUCTS INC., its successors and assigns ("Seller"), for good and valuable consideration the receipt and sufficiency of which is hereby acknowledged, does hereby unconditionally and irrevocably sell, transfer and assign unto:

WHITEBOX ASYMMETRIC PARTNERS LP

3033 Excelsior Blvd, Ste 300

Minneapolis, MN 55416

Attn: Scott Specken

its successors and assigns ("Buyer"), all rights, title and interest in and to proof of claim number 1752 of Seller in the principal amount of \$1,933,384.45 of the administrative priority claim under Section 503(b) of the Bankruptcy Code (the "Claim") (which is part of the total claim amount of \$4,203,009.67) against Debtors in the United States Bankruptcy Court, or any other court with jurisdiction over the Debtors' Bankruptcy Case.

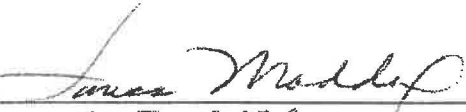
Seller hereby waives any objection to the transfer of the Claim to Buyer on the books and records of the Debtors and the Bankruptcy Court, and hereby waives to the fullest extent permitted by law any notice or right to a hearing as may be imposed by Rule 3001 of the Federal Rules of Bankruptcy Procedure, the Bankruptcy Code, applicable local bankruptcy rules or applicable law. Seller acknowledges, understands and agrees, and hereby stipulates that an order of the Bankruptcy Court may be entered without further notice to Seller transferring to Buyer the Claim and recognizing Buyer as the sole owner and holder of the Claim.

Buyer does not assume and shall not be responsible for any obligations or liabilities of the Seller related to or in connection with the Claim or the Bankruptcy Case. You are hereby directed to make all future payments and distributions free and clear of all setoffs and deductions, and to give all notices and other communications, in respect of the Claim to Buyer.

[Signature Page Follows]

IN WITNESS WHEREOF, Seller and Buyer have executed this Evidence of Partial Transfer of Claim as
of the 21st day of November, 2018.

MTD PRODUCTS INC.

By: 
Name: JAMES MADDOX
Title: ASSISTANT TREASURER *OK BK*

WHITEBOX ASYMMETRIC PARTNERS, LP


By: _____
Name:
Title:

IN WITNESS WHEREOF, Seller and Buyer have executed this Evidence of Partial Transfer of Claim as
of the 21st day of November, 2018.

MTD PRODUCTS INC.

By: _____
Name:
Title:

WHITEBOX ASYMMETRIC PARTNERS, LP

By:  _____
Name: Mark Streffling
Title: Partner & CEO